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Form 990

Return of Organization Exempt From Income Tax

2011

Open to Public
InspectionUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2011 calendar year, or tax year beginning 10-01-2011 and ending 09-30-2012

B Check if applicable

Address change

Name change

Initial return

Terminated

Amended return

Application pending

C Name of organization
GOODWIN HOUSE INCORPORATED

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
4800 FILLMORE AVENUECity or town, state or country, and ZIP + 4
ALEXANDRIA, VA 22311F Name and address of principal officer
KATHLEEN ANDERSON CEO
4800 FILLMORE AVENUE
ALEXANDRIA, VA 22311D Employer identification number
54-0623670E Telephone number
(703) 578-1000

G Gross receipts \$ 94,294,191

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527H(a) Is this a group return for
affiliates? Yes NoH(b) Are all affiliates included? Yes No
If "No," attach a list (see instructions)

H(c) Group exemption number ►

J Website: ► WWW GOODWINHOUSE.ORG

K Form of organization Corporation Trust Association Other ►

L Year of formation 1955

M State of legal domicile VA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
TO PROVIDE EXEMPLARY SERVICES, BOTH RESIDENTIAL AND HEALTHCARE, TO OLDER ADULTS OF DIVERSE FAITHS
THROUGH THE ESTABLISHMENT AND OPERATION OF CONTINUING CARE RETIREMENT COMMUNITIES IN THE
NORTHERN VIRGINIA REGION AND TO BROADEN AND EXTEND THE ORGANIZATION'S CHARITABLE PURPOSE BY
COORDINATING AND OVERSEEING ACTIVITIES OF ITS AFFILIATED CHARITABLE ORGANIZATIONS

2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	15
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	923
6 Total number of volunteers (estimate if necessary)	6	1,153
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0

		Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	897,613	1,193,320	
9 Program service revenue (Part VIII, line 2g)	58,072,104	60,561,347	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,228,012	3,698,172	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	852,074	1,215,530	
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	63,049,803	66,668,369	

		Prior Year	Current Year
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0	
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	26,817,585	28,247,969	
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0	
b Total fundraising expenses (Part IX, column (D), line 25) ►0			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	32,968,477	33,759,343	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	59,786,062	62,007,312	
19 Revenue less expenses Subtract line 18 from line 12	3,263,741	4,661,057	

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	308,158,498	315,941,724
21 Total liabilities (Part X, line 26)	317,250,457	315,754,233
22 Net assets or fund balances Subtract line 21 from line 20	-9,091,959	187,491

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

2013-02-07

Date

RICHARD T CARTER CFO

Type or print name and title

Paid
Preparer's
Use Only

Preparer's signature ► MICHAEL J SIEGEL	Date	Check if self-employed ► <input type="checkbox"/>	Preparer's taxpayer identification number (see instructions) P01587323
Firm's name (or yours if self-employed), address, and ZIP + 4 ► CLIFTONLARSONALLEN LLP 610 WEST GERMANTOWN PIKE SUITE 400 PLYMOUTH MEETING, PA 19462	EIN ► 41-0746749		Phone no ► (215) 643-3900

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Statement of Program Service Accomplishments
Check if Schedule Q contains a response to any question in this Part II

1

1 Briefly describe the organization's mission

THE MISSION OF GOODWIN HOUSE INCORPORATED (GHI) IS TO SUPPORT, HONOR AND UPLIFT THE LIVES OF OLDER ADULTS AND THE PEOPLE WHO CARE FOR THEM THROUGH A FAITH-BASED, NONPROFIT ORGANIZATION AFFILIATED WITH THE EPISCOPAL CHURCH

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

If "Yes," describe these new services on Schedule C

3 Did the organization cease conducting, or make significant changes in how it conducts, any programs or services?

Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 57,799.800 including grants of \$ 0) (Revenue \$ 60,561.347

THE PRIMARY EXEMPT PURPOSE OF GHI IS ACHIEVED THROUGH THE PROVISION OF A CONTINUUM OF CARE AND SERVICE FOR OLDER ADULTS AT TWO CONTINUING CARE RETIREMENT COMMUNITIES (CCRCs) -- GOODWIN HOUSE ALEXANDRIA IN ALEXANDRIA, VIRGINIA, AND GOODWIN HOUSE BAILEY'S CROSSROADS IN FALLS CHurch, VIRGINIA. A CONTINUING CARE RETIREMENT COMMUNITY PROVIDES LIFE-LONG CARE IN A CONTINUUM OF HOUSING, SERVICES, AND HEALTH CARE TO OLDER ADULTS IN FISCAL YEAR 2012, GHI SERVED MORE THAN 1,000 OLDER ADULTS RANGING FROM 66 TO 104 YEARS OF AGE THE CCRC CONTINUUM IS PROVIDED AT GOODWIN HOUSE ALEXANDRIA AND GOODWIN HOUSE BAILEY'S CROSSROADS THROUGH RESIDENTIAL LIVING (591 APARTMENTS), ASSISTED LIVING (84 APARTMENTS), MEMORY SUPPORT HOUSEHOLDS FOR RESIDENTS WITH DEMENTIA AND ALZHEIMER'S DISEASE (28 DWELLINGS), AND NURSING AND REHABILITATIVE CARE (138 PERSON CAPACITY) A SIGNIFICANT EXPANSION AT GOODWIN HOUSE BAILEY'S CROSSROADS WAS COMPLETED IN 2010, INCLUDING A NEW HEALTH, WELLNESS, AND MEMORY SUPPORT CENTER AND 106 NEW RESIDENTIAL LIVING APARTMENT RESIDENCES GHI CELEBRATED ITS 57TH ANNIVERSARY AS A NON-FOR-PROFIT CORPORATION IN FISCAL YEAR 2012 GOODWIN HOUSE ALEXANDRIA HAS BEEN IN SERVICE TO OLDER ADULTS FOR 45 YEARS AND GOODWIN HOUSE BAILEY'S CROSSROADS FOR 25 YEARS BOTH COMMUNITIES HAVE ACHIEVED FULL FIVE-YEAR RE-ACCREDITATION BY CCAC-CARF, THE CONTINUING CARE ACCREDITATION COMMISSION-COMMISSION ON ACCREDITATION OF REHABILITATION FACILITIES, A NATIONALLY RECOGNIZED ACCREDITATION BODY GHI AND ITS SUBSIDIARY CORPORATIONS ARE EACH GOVERNED BY A VOLUNTEER, COMMUNITY-BASED BOARD OF TRUSTEES OR BOARD OF DIRECTORS GOODWIN HOUSE HOME CARE PROVIDES COMPANION AND LIVING SUPPORT SERVICES TAILED TO MEET RESIDENT NEEDS ELDER CARE MANAGEMENT, PERSONAL CARE, LAUNDRY, PERSONAL ESCORTS TO APPOINTMENTS, COMPANION SERVICES, SHOPPING, AND SOCIALIZATION ARE SOME OF THE SERVICES FROM THE GOODWIN HOUSE HOME CARE TEAM APPROXIMATELY 63,896 HOURS OF SERVICE WERE PROVIDED IN FISCAL YEAR 2012 BY 22 FULL-TIME AND 26 PART-TIME CERTIFIED NURSING ASSISTANTS VALET LAUNDRY SERVICES WERE PROVIDED BY 15 FULL-TIME HOMEMAKERS GOODWIN HOUSE HOSPICE PROVIDES COMPASSIONATE AND PALLIATIVE CARE TO RESIDENTS AND EMOTIONAL SUPPORT TO THEIR FAMILIES, WITH A MISSION OF ASSURING THAT DEATH OCCURS PAIN-FREE AND WITH DIGNITY, AND THAT THE FAMILIES OF HOSPICE RESIDENTS ARE SUPPORTED DURING AND AFTER THE DEATH OF THEIR LOVED ONES GOODWIN HOUSE HOSPICE PROVIDED 3368 HOSPICE SERVICE DAYS TO 57 RESIDENTS IN FISCAL YEAR 2012 AND ADDITIONALLY PROVIDED INFORMATION AND SUPPORT TO 17 FAMILIES OF NON-HOSPICE RESIDENTS GOODWIN HOUSE HOSPICE HAS PROVIDED HOSPICE SERVICE TO 595 RESIDENTS IN 14 YEARS OF SERVICE GOODWIN HOUSE COMMUNITY SERVICES GHI SERVES AN ADDITIONAL 178 OLDER ADULTS THROUGH GOODWIN HOUSE COMMUNITY SERVICES, A SUBSIDIARY CORPORATION WHICH PROVIDES MANAGEMENT SERVICES TO A SISTER NON-PROFIT CORPORATION THAT PROVIDES HOUSING TO LOW AND MODERATE INCOME SENIORS IN NORTHERN VIRGINIA GHI PROVIDES SUPPORT TO THE MANAGEMENT TEAM AND BOARD IN THE AREAS OF FINANCIAL OVERSIGHT, BOOKKEEPING AND PAYROLL, FINANCIAL REPORTING, RESIDENT SERVICES, HUMAN RESOURCE MANAGEMENT, FACILITY MANAGEMENT, AND STRATEGIC PLANNING CLINICAL PASTORAL EDUCATION GHI EXTENDS ITS CHARITABLE PURPOSE THROUGH ITS NATIONALLY ACCREDITED CLINICAL PASTORAL EDUCATION PROGRAM, WHICH IN 14 YEARS HAS TRAINED MORE THAN 177 STUDENTS FROM ACROSS THE U S AND OVERSEAS IN PASTORAL CARE WITH OLDER ADULTS, AND SERVES AS A TRAINING PROGRAM FOR STUDENTS FROM A VARIETY OF REGIONAL THEOLOGICAL SEMINARIES GHI IS ONE OF A SMALL NUMBER OF CONTINUING CARE RETIREMENT COMMUNITIES TO OFFER A FULLY ACCREDITED CLINICAL PASTORAL EDUCATION PROGRAM AND FURTHER, TO LINK THAT PROGRAM WITH ITS GOODWIN HOUSE HOSPICE PROGRAM

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)

(Expenses \$ **including grants of \$**) (Revenue \$ **)**

4e Total program service expenses \$ 57,799,800

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U.S.? If "Yes," complete Schedule F, Part II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U.S.? If "Yes," complete Schedule F, Part III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		No
6		No
7		No
8		No
9	Yes	
10		No
11a	Yes	
11b	Yes	
11c		No
11d	Yes	
11e	Yes	
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? If "Yes," complete Schedule L, Part IV	29		No
30	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
31	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
32	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
33	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33		No
34	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	34	Yes	
35a	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	35a	Yes	
b	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35b	Yes	
36	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36		No
37	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37		No
38	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	Yes	
Note. All Form 990 filers are required to complete Schedule O				

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	150
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	923
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Yes
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a	No
b	If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).	7a	No
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	No
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	
9	Sponsoring organizations maintaining donor advised funds.	9b	
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter	11a	
a	Gross income from members or shareholders	11b	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	13a	
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state	13b	
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c	
c	Enter the aggregate amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	15
b Enter the number of voting members included in line 1a, above, who are independent	1b	15
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	Yes
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6 Did the organization have members or stockholders?	6	No
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	8a	Yes
b Each committee with authority to act on behalf of the governing body?	8b	Yes
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	No
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13 Did the organization have a written whistleblower policy?	13	Yes
14 Did the organization have a written document retention and destruction policy?	14	Yes
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	Yes
b Other officers or key employees of the organization	15b	Yes
If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

RICHARD T CARTER CFO
 4800 FILLMORE AVENUE
 ALEXANDRIA, VA 22311
 (703) 824-1355

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

 Check if Schedule O contains a response to any question in this Part VII
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Or Director	Indi- vidual trustee	Institutional Trustee	Offi- cial	Key employ- ee	Em- ployee Highest compensated	Former		
(1) BETTY ARBUCKLE TRUSTEE	1 00	X							0	0
(2) MARY L HIX TREASURER	1 00	X		X					0	0
(3) J ROBERT MCALISTER III TRUSTEE	1 00	X							0	0
(4) ELIZA SAUNDERS TRUSTEE	1 00	X							0	0
(5) CHARLES H SMITH TRUSTEE	1 00	X							0	0
(6) ROBERT L WHITTLE CHAIRMAN	1 00	X		X					0	0
(7) DONALD R CALLOWAY JR TRUSTEE	1 00	X							0	0
(8) DEBORAH K FORBES TRUSTEE	1 00	X							0	0
(9) MELINDA BASKIN HUDSON SECRETARY	1 00	X		X					0	0
(10) HOWARD I MELTON JR TRUSTEE	1 00	X							0	0
(11) JANET S HANSEN TRUSTEE	1 00	X							0	0
(12) REV CANON R SULLIVAN TRUSTEE	1 00	X							0	0
(13) ROBERT WALLACE TRUSTEE	1 00	X							0	0
(14) MARTHA WILCOX TRUSTEE	1 00	X							0	0
(15) S WESLEY TEAGUE III VICE CHAIRMAN	1 00	X		X					0	0
(16) KATHLEEN S ANDERSON PRESIDENT/CEO	40 00			X				367,545	0	82,426
(17) RICHARD T CARTER CFO/ASSISTANT TREASURER	40 00			X				210,680	0	21,159

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
		Or director	Individual trustee	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former		
(18) LINDSAY ROBINSON ASST SECRETARY/EXECUTIVE ASSISTANT	40 00				X				55,457	0 9,358
(19) W JEAN HIGGINS ASST SECRETARY/CONTROLLER	40 00				X				103,483	0 13,225
(20) LINDA LATEANA EXECUTIVE DIRECTOR - GHBC	40 00					X			179,274	0 18,534
(21) HARRY W BALDWIN III EXECUTIVE DIRECTOR - GHA	40 00					X			174,825	0 18,199
(22) COLLEEN RYAN MALLON DIRECTOR OF MARKETING	40 00					X			178,222	0 18,530
(23) FRANCES B CASEY DIRECTOR OF HR	40 00					X			157,178	0 16,748
(24) JOANN GARCIA DIRECTOR OF NURSING-GHA	40 00					X			115,398	0 14,112
(25) KAREN B DOYLE DIRECTOR OF NURSING - GHBC	40 00					X			115,766	0 14,209
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)									1,657,828	0 226,500

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **►11**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	Yes
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
MORRISON MANAGEMENT SPECIALISTS P O BOX 102289 ATLANTA, GA 30368	MANAGEMENT OF FOOD SERVICE	4,208,929
FINLEY CONSTRUCTION 7050 HONEY OAKS PL TROBACCO, MD 20677	GENERAL BUILDING CONTRACTOR	2,650,461
FLAGSHIP REHABILITATION SERVCIES 175 BALTIMORE ST CUMBERLAND, MD 21502	REHABILITATION SERVICES	1,544,403
CYPRESS CONTRACTING LLC 45975 NOKES BLVD 015 STERLING, VA 20166	GENERAL BUILDING CONTRACTOR	713,729
NEIGHBORCARE-VIRGINIA 4315 WALNEY RD SUITE 200 CHANTILLY, VA 20151	PHARMACY SERVICES	706,199
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►26		

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d	1,180,237				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	13,083				
	g Noncash contributions included in lines 1a-1f \$ _____						
	h Total. Add lines 1a-1f		1,193,320				
Program Service Revenue	Business Code 623000 623000 623000 623000 623000 All other program service revenue g Total. Add lines 2a-2f						
			2a MONTHLY FEES	32,848,025	32,848,025		
			b ENTRANCE FEES EARNED	18,414,408	18,414,408		
			c HEALTH CARE SERVICES	8,992,184	8,992,184		
			d RESIDENT & OTHER SVCS	306,730			306,730
			e				
			f				
			g	60,561,347			
Other Revenue	3 Investment income (including dividends, interest and other similar amounts)				2,435,741		
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6a Gross rents	(I) Real 27,835	(II) Personal				
	b Less rental expenses	0					
	c Rental income or (loss)	27,835					
	d Net rental income or (loss)		27,835			27,835	
	7a Gross amount from sales of assets other than inventory	(I) Securities 13,888,253	(II) Other 15,000,000				
b Less cost or other basis and sales expenses	12,605,299	15,020,523					
c Gain or (loss)	1,282,954	-20,523					
d Net gain or (loss)		1,262,431			1,262,431		
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a						
b Less direct expenses	b						
c Net income or (loss) from fundraising events							
9a Gross income from gaming activities See Part IV, line 19	a						
b Less direct expenses	b						
c Net income or (loss) from gaming activities							
10a Gross sales of inventory, less returns and allowances	a	26,550					
b Less cost of goods sold	b	0					
c Net income or (loss) from sales of inventory		26,550	26,550				
Miscellaneous Revenue		Business Code					
11a BEAUTY SHOP REVENUE	623000	559,153	559,153				
b EMPLOYEE/GUEST MEAL RE	623000	182,641	182,641				
c CAFE/BISTRO REVENUE	623000	172,794	172,794				
d All other revenue		246,557	246,557				
e Total. Add lines 11a-11d		1,161,145					
12 Total revenue. See Instructions		66,668,369	61,442,312	0	4,032,737		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX **Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,706,765		1,706,765	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	21,448,290	20,804,407	643,883	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,066,812	943,875	122,937	
9 Other employee benefits	2,351,245	2,202,845	148,400	
10 Payroll taxes	1,674,857	1,554,957	119,900	
11 Fees for services (non-employees)				
a Management	4,804,857	4,804,857		
b Legal	61,171		61,171	
c Accounting	73,272		73,272	
d Lobbying				
e Professional fundraising See Part IV, line 17				
f Investment management fees	166,473		166,473	
g Other	2,381,094	2,381,094		
12 Advertising and promotion	138,027		138,027	
13 Office expenses	894,027	721,204	172,823	
14 Information technology	36,465	36,465		
15 Royalties				
16 Occupancy	2,353,002	2,353,002		
17 Travel	44,759	33,591	11,168	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	58,635	49,792	8,843	
20 Interest	8,186,996	8,186,996		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	11,024,027	11,024,027		
23 Insurance	451,397		451,397	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a EQUIP RENT/MAINT REPAIR	1,421,930	1,107,988	313,942	
b PHARMACY/MED SUPPLIES	801,756	801,756		
c OTHER	491,179	422,668	68,511	
d APARTMENT RENOVATION	232,227	232,227		
e				
f All other expenses	138,049	138,049		
25 Total functional expenses. Add lines 1 through 24f	62,007,312	57,799,800	4,207,512	0
26 Joint costs. Check here <input type="checkbox"/> <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	1	
	2 Savings and temporary cash investments	21,016,870	2
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	2,526,796	4
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	6	
	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	71,648	8
	9 Prepaid expenses and deferred charges	631,795	9
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	268,050,949	
	b Less accumulated depreciation	10a	10b
		96,796,983	173,310,785
			10c
			171,253,966
	11 Investments—publicly traded securities	51,878,220	11
	12 Investments—other securities See Part IV, line 11	41,264,383	12
	13 Investments—program-related See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets See Part IV, line 11	17,458,001	15
	16 Total assets. Add lines 1 through 15 (must equal line 34)	308,158,498	16
		315,941,724	
Liabilities	17 Accounts payable and accrued expenses	5,059,065	17
	18 Grants payable	18	
	19 Deferred revenue	129,843,627	19
	20 Tax-exempt bond liabilities	175,090,470	20
	21 Escrow or custodial account liability Complete Part IV of Schedule D	842,238	21
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	22	
	23 Secured mortgages and notes payable to unrelated third parties	23	
	24 Unsecured notes and loans payable to unrelated third parties	24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	6,415,057	25
	26 Total liabilities. Add lines 17 through 25	317,250,457	26
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	-9,226,180	27
	28 Temporarily restricted net assets	134,221	28
	29 Permanently restricted net assets	29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building or equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	
	33 Total net assets or fund balances	-9,091,959	33
	34 Total liabilities and net assets/fund balances	308,158,498	34
		187,491	
		315,941,724	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	66,668,369
2	Total expenses (must equal Part IX, column (A), line 25)	2	62,007,312
3	Revenue less expenses Subtract line 2 from line 1	3	4,661,057
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-9,091,959
5	Other changes in net assets or fund balances (explain in Schedule O)	5	4,618,393
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	187,491

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . . .	2a	No
2b	Were the organization's financial statements audited by an independent accountant? . . .	2b	Yes
2c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O . . .	2c	Yes
2d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . .	3a	No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . . .	3b	

2011

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Department of the Treasury
Internal Revenue Service
Name of the organization
GOODWIN HOUSE INCORPORATED

Employer identification number

54-0623670

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 A church, convention of churches, or association of churches **section 170(b)(1)(A)(i)**.

2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)

6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	

13 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** 

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15
16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization 	
b 33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization 	
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization 	
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization 	
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions 	

Part III Support Schedule for Organizations Described in IRC 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	19,797	15,180	16,421	897,613	1,193,320	2,142,331
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	41,650,191	45,062,682	46,699,269	56,617,398	60,587,897	250,617,437
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	41,669,988	45,077,862	46,715,690	57,515,011	61,781,217	252,759,768
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						0
8 Public Support (Subtract line 7c from line 6)						252,759,768

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	41,669,988	45,077,862	46,715,690	57,515,011	61,781,217	252,759,768
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,197,225	2,821,940	1,507,579	1,648,977	27,835	8,203,556
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	2,197,225	2,821,940	1,507,579	1,648,977	27,835	8,203,556
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)				21,490	1,161,145	1,182,635
13 Total support (Add lines 9, 10c, 11 and 12)	43,867,213	47,899,802	48,223,269	59,185,478	62,970,197	262,145,959
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	96 420 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	95 840 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	3 130 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	4 150 %
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization		
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization		
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions		

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE A, PART II, LINE 12, EXPLANATION OF OTHER INCOME RENTAL INCOME

2011

Open to Public
Inspection**SCHEDULE D**
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions.

Name of the organization
GOODWIN HOUSE INCORPORATED**Employer identification number**

54-0623670

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically importantly land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year

► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> Preservation for future generations	

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ►

b Permanent endowment ►

c Term endowment ►

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

3a(i)	Yes	No
--------------	------------	-----------

3a(ii)	Yes	No
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3b	Yes	No
-----------	------------	-----------

3b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		3,590,852			3,590,852
b Buildings		241,398,930	78,680,108		162,718,822
c Leasehold improvements					
d Equipment		23,061,167	18,116,875		4,944,292
e Other					
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)					171,253,966

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) CASH AND CASH EQUIVALENTS	2,146,500	F
(B) PARTNERSHIPS	14,111,655	F
Total. (Column (b) should equal Form 990, Part X, col (B) line 12.)	16,258,155	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) should equal Form 990, Part X, col (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) DUE FROM AFFILIATES	1,517,964
(2) ASSETS LIMITED AS TO USE	15,421,270
(3) DEFERRED FINANCING COSTS	2,492,528
(4) DEFERRED MARKETING COSTS	1,024,565
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)	20,456,327

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of Liability	(b) Amount
Federal Income Taxes	
ASSET RETIREMENT OBLIGATION	210,407
FAIR VALUE OF INTEREST RATE SWAP	2,335,540
DUE TO AFFILIATES	1,484,635
Total. (Column (b) should equal Form 990, Part X, col (B) line 25.)	4,030,582

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	66,668,369
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	62,007,312
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	4,661,057
4	Net unrealized gains (losses) on investments	4	4,552,363
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	66,030
9	Total adjustments (net) Add lines 4 - 8	9	4,618,393
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	9,279,450

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	66,657,526
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	66,657,526
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	10,843
c	Add lines 4a and 4b	4c	10,843
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	66,668,369

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	62,007,312
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	62,007,312
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	62,007,312

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
	PART IV, LINE 2B	RESERVATION DEPOSITS RECEIVED FROM PROSPECTIVE RESIDENTS ARE FULLY REFUNDABLE UNTIL THEY SIGN A RESIDENT AGREEMENT, AT WHICH TIME THE DEPOSITS ARE APPLIED TOWARD THE RESIDENTS' ENTRANCE FEES
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	GHI AND THE FOUNDATION ARE NOT-FOR-PROFIT CORPORATIONS AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND ARE EXEMPT FROM FEDERAL INCOME TAXES PURSUANT TO SECTION 501(A) OF THE INTERNAL REVENUE CODE. GHCS IS A FOR-PROFIT CORPORATION. THE CORPORATION FOLLOWS THE PROVISIONS OF THE INCOME TAX STANDARD REGARDING THE RECOGNITION AND MEASUREMENT OF UNCERTAIN TAX POSITIONS. THE APPLICATION OF THESE PROVISIONS HAS NO IMPACT ON THE CORPORATION'S FINANCIAL STATEMENTS. THE CORPORATION'S INCOME TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL AND STATE AUTHORITIES. NEITHER GHI NOR THE FOUNDATION ARE AWARE OF ANY ACTIVITIES THAT WOULD JEOPARDIZE ITS TAX-EXEMPT STATUS OR OF ANY ACTIVITIES THAT ARE SUBJECT TO TAX ON UNRELATED BUSINESS INCOME, EXCISE, OR OTHER TAXES. THE TAX RETURNS FOR THE YEARS 2009 TO 2011 ARE OPEN TO EXAMINATION BY FEDERAL AND STATE AUTHORITIES. THE CORPORATION HAS IMPLEMENTED PROCESSES TO ENSURE CORPORATE COMPLIANCE WITH THE INTERNAL REVENUE SERVICE INTERMEDIATE SANCTIONS PROVISION. THESE PROCESSES INCLUDE RETENTION BY THE BOARD OF TRUSTEES OF AN UNBIASED THIRD PARTY CONSULTANT TO REVIEW EXECUTIVE COMPENSATION PRACTICES, ANNUAL REVIEW BY THE BOARD COMPENSATION COMMITTEE OF EXECUTIVE TEAM COMPENSATION, AND ANNUAL REVIEW BY THE BOARD OF TRUSTEES OF THE PERFORMANCE AND COMPENSATION OF THE CORPORATION'S PRESIDENT AND CHIEF EXECUTIVE OFFICER. THE BOARD ENGAGES IN PERIODIC CORPORATE COMPLIANCE EDUCATION, HAS ADOPTED AND REVIEWS AT LEAST ANNUALLY A WRITTEN CORPORATE COMPLIANCE PROGRAM AND CODE OF CONDUCT, AND HAS A DETAILED CONFLICT OF INTEREST POLICY.
PART XI, LINE 8 - OTHER ADJUSTMENTS		OTHER NON-OPERATING LOSSES -30,316 LOSS ON EXTINGUISHMENT OF DEBT -210,528 CHANGE IN FAIR VALUE OF INTEREST RATE SWAP 306,874 TOTAL TO SCHEDULE D, PART XI, LINE 8 66,030
PART XII, LINE 4B - OTHER ADJUSTMENTS		TEMPORARILY RESTRICTED CONTRIBUTIONS 13,083 TEMPORARILY RESTRICTED NET ASSETS -2,240

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2011Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
► Attach to Form 990. ► See separate instructions.

Open to Public Inspection**Name of the organization**
GOODWIN HOUSE INCORPORATED**Employer identification number**

54-0623670

Part I Questions Regarding Compensation

Yes

No

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

1b**2****4a**

No

4b

Yes

4c

No

5a

Yes

5b

No

6a

No

6b

No

7

No

8

No

9**Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(III) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual.

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information

Identifier	Return Reference	Explanation
	PART I, LINE 4B	KATHY ANDERSON RECEIVES DISTRIBUTION FROM THE 457(F) PLAN EACH YEAR, AMOUNT RECEIVED THIS YEAR IS \$28,120
	PART I, LINE 5	THE ORGANIZATION HAS IN PLACE A SUPPLEMENTAL COMPENSATION PLAN FOR ITS EXECUTIVE LEADERSHIP TEAM AWARDS MADE UNDER THIS PLAN ARE BASED ON THE ATTAINMENT OF A NUMBER OF ORGANIZATIONAL GOALS, BOTH QUANTITATIVE AND QUALITATIVE AMONG THESE GOALS ARE FINANCIAL TARGETS RELATED TO THE ACHIEVEMENT OF PLANNED LEVELS OF MANAGEMENT-CONTROLLABLE REVENUES AND EXPENSES

**Schedule K
(Form 990)****2011****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**Supplemental Information on Tax Exempt Bonds**

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
 ► Attach to Form 990. ► See separate instructions.

Name of the organization GOODWIN HOUSE INCORPORATED	Employer identification number 54-0623670
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Part I Bond Issues

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
ALEXANDRIA REDEVELOPMENT AND HOUSING AUTHORITY	52-1381432	015312DB4	03-09-2005	53,290,000	CONSTRUCTION AND RENOVATION AT GHA		X		X		X
FARIFAX COUNTY ECONOMIC DEVELOPMENT AUTHORITY	54-0787833	303826AN1	05-31-2007	145,526,692	CONSTRUCTION AND RENOVATION AT GHBC		X		X		X

Part II Proceeds

1	Amount of bonds retired	A		B		C		D	
		28,290,000		275,000					
2	Amount of bonds defeased								
3	Total proceeds of issue		53,290,000		145,526,692				
4	Gross proceeds in reserve funds				9,246,897				
5	Capitalized interest from proceeds								
6	Proceeds in refunding escrow		45,812,130		11,003,755				
7	Issuance costs from proceeds		809,708		2,772,698				
8	Credit enhancement from proceeds								
9	Working capital expenditures from proceeds								
10	Capital expenditures from proceeds		5,808,380		122,502,842				
11	Other spent proceeds								
12	Other unspent proceeds		859,782		500				
13	Year of substantial completion		2006		2009				
14	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No	Yes	No	Yes	No
15	Were the bonds issued as part of an advance refunding issue?		X		X				
16	Has the final allocation of proceeds been made?	X		X					
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X					

Part III Private Business Use

1		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?			X		X				
Are there any lease arrangements that may result in private business use of bond-financed property?			X		X				

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use?		X		X				
b If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X		X				
d If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ►	0 %		0 %					
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ►	0 %		0 %					
6 Total of lines 4 and 5	0 %		0 %					
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X					

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?	X		X					
2 Is the bond issue a variable rate issue?	X			X				
3a Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X		X				
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was a hedge terminated?								
4a Were gross proceeds invested in a GIC?		X		X				
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5 Were any gross proceeds invested beyond an available temporary period?		X		X				
6 Did the bond issue qualify for an exception to rebate?		X		X				

Part V Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations Yes No

Part VI Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

Identifier	Return Reference	Explanation

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
► Attach to Form 990 or 990-EZ.

2011**Open to Public
Inspection**Name of the organization
GOODWIN HOUSE INCORPORATED**Employer identification number**

54-0623670

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 4	THE GOODWIN HOUSE BOARD OF TRUSTEES IN JUNE 2012 MADE SEVERAL CHANGES TO ITS BYLAWS TO SLIGHTLY MODIFY ITS BOARD COMPOSITION AND THE PROCESS FOR ELECTING TRUSTEES
	FORM 990, PART VI, SECTION A, LINE 7A	GHI BOARD OF TRUSTEES ELECTS ALL OF ITS OWN MEMBERS
	FORM 990, PART VI, SECTION B, LINE 11	THE JOINT AUDIT COMMITTEE AND THE GOVERNANCE COMMITTEE, A STANDING COMMITTEE OF THE BOARD OF TRUSTEES, COMPLETE IN JANUARY A COMPREHENSIVE AND INTERACTIVE REVIEW OF THE FINAL DRAFT FORM 990 AFTER THE FORM 990 HAS BEEN REVIEWED BY MANAGEMENT. SUBSEQUENT TO REVIEW BY THE JOINT AUDIT AND GOVERNANCE COMMITTEES AND PRIOR TO FILING IN MID-FEBRUARY, THE FORM 990 IS DISTRIBUTED ELECTRONICALLY TO ALL BOARD MEMBERS OF THE GOVERNING BOARD FOR THEIR REVIEW AND COMMENT
	FORM 990, PART VI, SECTION B, LINE 12C	THE ORGANIZATION'S CONFLICT OF INTEREST POLICY AND CODE OF CONDUCT ARE INCLUDED IN ITS WRITTEN CORPORATE COMPLIANCE POLICY. ALL MEMBERS OF THE GOVERNING BODY AND ALL MEMBERS OF STAFF ARE EXPECTED TO KNOW AND ABIDE BY THE CORPORATE COMPLIANCE POLICY. EACH MEMBER OF THE GOVERNING BODY AND EACH MEMBER OF THE EXECUTIVE TEAM COMPLETES AN ANNUAL CONFLICT OF INTEREST STATEMENT. SHOULD A POTENTIAL CONFLICT EXIST WITH AN ENTITY WHICH THE ORGANIZATION IS NOT CURRENTLY DOING BUSINESS, THE PERSON WITH THE CONFLICT WOULD BE EXPECTED TO DISCLOSE IT PRIOR TO ANY PROPOSED TRANSACTIONS, AND TO ABSENT HIM/HERSELF FROM DISCUSSION AND FROM VOTING ON SUCH PROPOSED TRANSACTION
	FORM 990, PART VI, SECTION B, LINE 15	THE ORGANIZATION USES AN INDEPENDENT COMPENSATION CONSULTANT, COMPARATIVE COMPENSATION STUDIES, AND THE FORM 990 OF OTHER ORGANIZATIONS TO ESTABLISH COMPENSATION FOR OFFICERS AND KEY EMPLOYEES. COMPENSATION IS APPROVED BY THE BOARD COMPENSATION COMMITTEE AND THE BOARD OF TRUSTEES. THE BOARD COMPENSATION COMMITTEE CONDUCTS ANNUAL REVIEW OF THE EXECUTIVE TEAM COMPENSATION AND THE FULL BOARD OF TRUSTEES CONDUCTS ANNUAL REVIEW OF THE PERFORMANCE AND COMPENSATION OF THE PRESIDENT AND CEO. THIS PROCESS WAS LAST UNDERTAKEN TO ESTABLISH THE COMPENSATION FOR THE PRESIDENT AND CEO, CFO, EXECUTIVE DIRECTORS, CORPORATE DIRECTOR OF HUMAN RESOURCES AND CORPORATE DIRECTOR OF MARKETING IN 2011
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE UPON REQUEST AND FILES ITS FINANCIAL STATEMENTS QUARTERLY ON THE EMMA(ELECTRONIC MUNICIPAL MARKET ACCESS)WEBSITE
	FORM 990, PART VII, LINE 1A	RICHARD T. CARTER AND KATHLEEN ANDERSON EACH SERVE GHI AND ITS RELATED ORGANIZATIONS. EACH INDIVIDUAL SPENDS APPROXIMATELY 40 HOURS PER WEEK. HOWARD I. MELTON, JR., DONALD CALLOWAY, JR., ROBERT L. WHITTLE II, AND DEBORAH FORBES EACH SERVE GHI AND ITS RELATED ORGANIZATION. EACH INDIVIDUAL SPENDS APPROXIMATELY 1 HOUR PER WEEK.
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 4,552,363 OTHER NON-OPERATING LOSSES -30,316 LOSS ON EXTINGUISHMENT OF DEBT -210,528 CHANGE IN FAIR VALUE OF INTEREST RATE SWAP 306,874 TOTAL TO FORM 990, PART XI, LINE 5 4,618,393
	FORM 990, PART XI, LINE 2C	THIS PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

GOODWIN HOUSE INCORPORATED

Employer identification number

54-0623670

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) GOODWIN HOUSE COMMUNITY SERVICES 4800 FILLMORE AVENUE ALEXANDRIA, VA 22311 54-2005465	MGMT SERVICES TO A NON-PROFIT RETIREMENT COMMUNITY	VA	GHI	C	182,025	44,228	100 000 %
(2) GOODWIN HOUSE DEVELOPMENT CORPORATION 4800 FILLMORE AVENUE ALEXANDRIA, VA 22311 02-0595161	DEVELOPMENT OF SENIOR LIVING COMMUNITIES & RELATED BUSINESSES	VA	GHI	C		1,484,635	100 000 %

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III or IV**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)
- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses
- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k	Yes	
1l	Yes	
1m	Yes	
1n	Yes	
1o	Yes	
1p	Yes	
1q		No
1r		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) GOODWIN HOUSE FOUNDATION	C	1,180,237	FMV
(2) GOODWIN HOUSE FOUNDATION	P	356,583	FMV
(3)			
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
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Additional Data

Software ID:

Software Version:

EIN: 54-0623670

Name: GOODWIN HOUSE INCORPORATED

Form 990, Special Condition Description:

Special Condition Description
